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TALLAHASSEE, FLORIDA

EP 2/19/10

**ARTICLES OF INCORPORATION**  
**OF**  
**GIRL PROJECT USA INCOPORATED**

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**Article 1. Name.** The name of the corporation shall be **Girl Project USA Incorporated** (hereinafter referred to as "**the Corporation.**")

**Article 2. Duration.** The Corporation shall exist perpetually.

**Article 3. Purposes.** The purpose of the Corporation is organized exclusively for charitable purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding portions of any future United States Internal Revenue Law), including, to the extent permitted by said Section 501 (c)(3), is the creation of opportunities to enhance the communities well being and quality of life through services to under-privileged youth and teens, to include preventive interventions of adolences, educational assistance, career development group homes and community centers.

A. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not particpate in, or intervene in (including the publishing or distributing of statements) any political campaign on-behalf of any candidate for public office.

B. This Corporation is and shall remain a corporation not for profit. The Corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the net earnings of the Corporation shall inure to the benefit of its members, directors or officers, or the benefit of any private shareholder or individual.

C. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are: to exist as a community development corporation that operates programs that serve the community.

D. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

E. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

F. Upon dissolution of this not-for-profit organization, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of

the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with the applicable provisions of the laws of this state.

G. Said organization is organized exclusively for charitable purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article 4. Indemnification.** The Corporation shall indemnify and hold harmless the officers, members of the board of directors, and members of the organization whether volunteer or temporary, it's agents or assignees against any all actions resulting from the sponsored activities of the corporation.

**Article 5. Members.** The Corporation shall have Voting Members, who shall be elected (and may be removed) by Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members or one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Hurlaysis Jones	P.O. Box 43054 Atlanta, Georgia 30336
LaQuitia Crosby	4983 Janet Way Powder Springs, Georgia 30127
Crystal Lindsey	5210 Crowson Road Pensacola, Florida 32526
Nicole Glover	5927 Rosie Lane Mableton, Georgia 30126
Crystal Holley	205 E Hernandez St. Pensacola, Florida 32503
Terrance Henderson	1101 North G Street Pensacola, Florida 32501

**Article 5. Initial Registered Agent and Office.** The initial registered agent is Terrance Henderson and the initial registered office is located at 310 East Government, Suite 310 Pensacola, Florida 32502

**Article 6. Initial Board of Directors.** The initial Board of Directors shall have 5 members whose name and addresses are:

<u>Name</u>	<u>Address</u>
Hurlaysis Jones	P.O. Box 43054 Atlanta, Georgia 30336
LaQuitia Crosby	4983 Janet Way Powder Springs, Georgia 30127
Crystal Lindsey	5210 Crowson Road Pensacola, Florida 32526
Nicole Glover	5927 Rosie Lane Mableton, Georgia 30126
Crystal Holley	205 E Hernandez St. Pensacola, Florida 32503
Terrance Henderson	310 East Government, Suite 310 Pensacola, Florida 32502

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in not case be less than five.

**Article 7. Officers.** The officers of the Corporation shall consist of a President, Treasurer, and Secretary. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Hurlaysis Jones	P.O. Box 43054 Atlanta, Georgia 30336
Vice-Pres.	Nicole Glover	5927 Rosie Lane Mableton, Georgia 30126
Secretary	LaQuitia Crosby	4983 Janet Way Powder Springs, Georgia 30127
Treasurer	Terrance Henderson	310 East Government, Suite 310 Pensacola, Florida 32502

**Article 8. Incorporator(s).** The names and addresses of the incorporators of this corporation are:

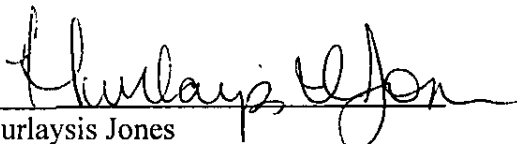
<u>Name</u>	<u>Address</u>
Hurlaysis Jones	P.O. Box 43054 Atlanta, Georgia 30336
LaQuitia Crosby	4983 Janet Way Powder Springs, Georgia 30127
Crystal Lindsey	5210 Crowson Road Pensacola, Florida 32526
Nicole Glover	5927 Rosie Lane Mableton, Georgia 30126
Crystal Holley	205 E Hernandez St. Pensacola, Florida 32503
Terrance Henderson	310 East Government, Suite 310 Pensacola, Florida 32502

**Article 9. Nonstock Basis.** The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

**Articles 10. By-Laws.** The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

**Article 11. Corporation Address.** The street address of the Corporation's initial principal office is and, the Corporation's mailing address is: 1221 Santa Fee Circle, Pensacola, Florida 32505.

**IN WITNESS WHEREOF,** the undersigned have signed these Articles of Incorporation on this 8th day of October, 2009.

  
Hurlaysis Jones

(Signatures of Incorporator)

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of the Girl Project USA Incorporated, which is contained in the foregoing Articles of Incorporation. Pursuant to section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligation and responsibilities as Registered Agent for said corporation.

DATED this 8th day of October, 2009.

I accept designation as registered agent:

  
Terrance Henderson

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